



Illustrative CONFIDENTIALITY PROTOCOL

Directors must discharge their fiduciary duties of loyalty and care; this includes refraining from disseminating information to others that could harm the organization and the interests of its stakeholders.

Directors have a duty to keep sensitive matters confidential. Accordingly, directors agree to keep confidential, during and after their service on the board, all sensitive information pertaining to the organization. This commitment to confidentiality includes, but is not limited to:

- certain medical staff credentialing and disciplinary action support materials
- CEO and executive team performance evaluations
- risk management and pending malpractice claims/litigation
- market and competitors analyses
- strategic and financial plans
- contract terms for the provision of services (with health plans and insurance companies)
- analyses/recommendations regarding pending mergers, acquisitions and disposition of major assets
- analyses/recommendations regarding pending land/facilities purchases
- contracts with vendors
- contracts with physicians and medical groups

The organization will make every effort to specifically note which information, analyses, reports, other materials and associated board discussions/deliberations are deemed to be confidential. However, directors are expected to exercise reasonable caution, prudence and common sense in keeping sensitive matters/materials confidential. Questions regarding which matters, material, discussions and decisions are confidential should be directed to the board chair.

The board chair is responsible for addressing infractions of confidentiality by individual directors and taking action to remedy such problems. If behavior persists in violation of this confidentiality policy, the chair will seek removal of the offending director through means specified in the bylaws.

Upon initial appointment and reappointment to the board, each director designate or director will attest they have read, understand and accept provisions of this protocol by signing below.

Attested to:

< printed name of director >

signature

date